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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER (I) COMPROMISING AND
ALLOWING ADMINISTRATIVE EXPENSE CLAIM REQUEST NUMBER 16837
AND (II) DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER 11198
(DONALD R. SWEETON AND SARAH E. SWEETON)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases, including DPH-DAS LLC (collectively, the "Reorganized Debtors"), and Donald R. Sweeton and Sarah E. Sweeton (collectively, the "Sweetons") respectfully submit this Joint Stipulation And Agreed Order (I) Compromising And Allowing Administrative Expense Claim Request Number 16837 And (II) Disallowing And Expunging Proof Of Claim Number 11198 (Donald R. Sweeton and Sarah E. Sweeton) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation and certain of its affiliates, including Delphi Automotive Systems LLC ("DAS LLC") (collectively, the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended.

WHEREAS, the Sweetons filed proof of claim number 11198 ("Proof of Claim No. 11198") dated July 25, 2006, asserting a general unsecured claim in the amount of \$326,713.00 against DAS LLC for lease rejection damages that would arise if DAS LLC rejected the Amended Warehouse Lease (as defined below).

WHEREAS, on December 12, 2007, this Court entered the Joint Stipulation And Agreed Order To Withdrawal Without Prejudice Of Proof Of Claim 11198 (Donald R. And Sarah E. Sweeton) (Docket No. 11435), by which the Sweetons and the Debtors stipulated and agreed that, among other things, (i) Proof of Claim No. 11198 was withdrawn by the Sweetons without prejudice and (ii) in the event that the Debtors reject the Amended Warehouse Lease, Proof of Claim No. 11198 would be automatically reinstated without further notice or action from the Sweetons.

WHEREAS, the Sweetons filed administrative expense claim request number 16837 dated February 18, 2009 against DAS LLC, asserting an administrative expense claim in the amount of at least \$638,845.03 (the "Claim") arising from (i) a Warehouse Lease dated December 22, 1999 and amended from time to time thereafter (as amended, the "Amended Warehouse Lease") concerning certain nonresidential real property in Columbia, Tennessee (the "Leased Property") and (ii) related agreements.

WHEREAS, on February 26, 2009, the Sweetons filed a Motion To Compel Debtor's Performance Under Lease of Non-Residential Real Property And For Payment of Administrative Expenses (Docket No. 16381) (the "Motion").

WHEREAS, DAS LLC rejected the Amended Warehouse Lease pursuant to Article 8.1(a) of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (the "Modified Plan"), which was approved by this Court on July 30, 2009 and substantially consummated by the Debtors on October 6, 2009.

WHEREAS, in connection with the consummation of the Modified Plan, the certificate of formation of DAS LLC was amended to change the name of DAS LLC to DPH-DAS LLC.

WHEREAS, on November 6, 2009, to resolve the Claim, the Motion, and any other issues concerning the Leased Property, the Amended Warehouse Lease, or any related agreement between any of the Debtors and any of the Sweetons, DPH-DAS LLC and the Sweetons entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, DPH-DAS LLC is authorized to enter into the Settlement Agreement pursuant to Article 11 of the Modified Plan.

THEREFORE, DPH-DAS LLC and the Sweetons stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$350,000.00 and shall be treated as an allowed administrative expense claim against DPH-DAS LLC.
2. Upon the entry of this order, the Motion shall be deemed withdrawn with prejudice.
3. Proof of Claim No. 11198 shall be disallowed and expunged in its entirety.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in New York, New York, this 2nd day of December, 2009.

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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